

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

MATT DIFRANCESCO, ANGELA
MIZZONI, and LYNN MARRAPODI,
individually and on Behalf of All Others
Similarly Situated,

Plaintiffs,

v.

UTZ QUALITY FOODS, INC.

Defendant.

Case No. 1:14-CV-14744-DPW

**DECLARATION OF TINA WOLFSON IN SUPPORT OF PLAINTIFFS' MOTION FOR
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

I, Tina Wolfson, declare as follows:

1. I am an attorney licensed to practice in all courts in the State of California, and am admitted to practice *pro hac vice* in the District of Massachusetts in this case. I am a founding member of the law firm of Ahdoot & Wolfson, PC (“AW”). I submit this declaration in support of Plaintiffs’ Motion for Preliminary Approval of Class Action Settlement. The matters stated herein are true of my own knowledge or, where indicated, I am informed and believe that they are true. If called upon as a witness, I could and would competently testify as follows.

2. AW is experienced in litigating and settling class actions, including alleged false advertising lawsuits such as this action. A true and correct copy of my CV is attached hereto as **Exhibit A**, which demonstrates that AW and I are well qualified to serve as Class Counsel in this action.

BACKGROUND AND WORK DONE BY AW

3. On December 30, 2014, AW filed a putative class action lawsuit on behalf of Matt DiFrancesco and Angela Mizzoni, and others similarly situated, against Utz Quality Foods, Inc. (“Utz” or “Defendant”), in the United States District Court for the District of Massachusetts, Case No. 1:14-CV-14744-DWP (D. Mass.), asserting causes of action for alleged violations of Massachusetts General Law ch. 266, § 91, as well as claims for breach of express warranty and unjust enrichment. (Dkt. No. 1.)

4. On February 23, 2015, Utz filed a Motion to Dismiss Plaintiffs’ complaint pursuant to Federal Rule of Civil Procedure 12(b)(6). (Dkt. No. 12.)

5. In response, on March 16, 2015, Plaintiffs filed a First Amended Class Action Complaint, thereby mooted Utz’s Motion to Dismiss. (Dkt. No. 23) (“FACC”). The FACC added Plaintiff Lynn Marrapodi as a putative class representative, and asserted causes of action

for alleged violations of Mass. Gen. Law ch. 93A and ch. 266, § 91 and New York Gen. Bus. Law (“GBL”) §§ 349 and 350, as well as claims for breach of express warranty and unjust enrichment. (FACC ¶ 11.) The FACC alleges, *inter alia*, that that Utz manufactured, marketed, and sold various snack foods and that through a nationwide advertising campaign, Utz sold its products by advertising that they were “All Natural.” Plaintiffs challenged these advertisements, asserting, *inter alia*, that Defendant’s products are not “All Natural” in that they contain ingredients that are chemically derived, heavily processed, synthetic, and/or artificial, and/or ingredients containing and/or derived from Genetically Modified Organisms (“GMOs”) (FACC ¶¶ 1-10). Attached as **Exhibit B** hereto are exemplars of Utz and Bachman brand product labels disputed in the action.

6. Utz filed a Motion to Dismiss Plaintiffs’ Amended Complaint on April 29, 2015. (Dkt. No. 26.) The Motion was fully briefed by the parties, including a reply by Utz and a surreply by Plaintiffs. (Dkt. Nos. 38 and 41, respectively.) The Court denied Utz’s Motion on July 23, 2015, and Utz filed an Answer to Plaintiffs’ FACC on July 6, 2015. (Dkt. Nos. 43 and 44, respectively.)

7. On September 24, 2015, the Parties filed a Joint Motion to Stay the action pending mediation.

8. Before initiating these actions, AW investigated the underlying facts and analyzed the veracity of the claims. AW’s (i) reviewed and analyzed Defendant’s advertising and labeling, (ii) gathered any available substantiation and research relating to the claims made in the subject advertising, and (iii) conducted an independent investigation of the scientific and factual basis for the claims in the advertising of Defendant’s snack foods. These efforts included evaluation of the relevant law, facts, and allegations to assess the merits of the claims and potential claims and to determine the strength of anticipated defenses in the action.

9. AW continued these efforts after filing the action and before entering into the Settlement Agreement, and conducted a thorough examination, investigation, and evaluation of the relevant law and facts to assess the merits of the claims and defenses.

10. The Parties engaged in extensive discovery. Through negotiation, the Parties reached an agreement as to a schedule for discovery. On July 10, 2015, Plaintiff served on Utz a total of 117 requests for production and thirty (30) interrogatories. On August 28, 2015, Plaintiffs served on Utz a total of fifty-four (54) requests for admission. This resulted in Defendant's production of written responses and over 2,200 pages of documents in electronic form, which were thoroughly reviewed by Plaintiffs' Counsel. Similarly, On July 15, 2015, Utz served a total of thirty-six (36) interrogatories, sixty-nine (69) requests for production and twenty-seven (27) requests for admission. Plaintiffs served written responses and produced a total of 879 pages of documents.

11. The parties began settlement discussions in or around September 2015, which resulted in the long series of arm's length negotiations. On or about November 16, 2015, I attended a full-day in-person mediation session with the Honorable Peter D. Lichtman (Ret.) of JAMS.

12. In connection with the mediation, Plaintiffs requested substantial supplemental information from Defendant. Utz produced additional documents sufficient to permit Plaintiffs and Class Counsel to evaluate the claims and potential defenses and to meaningfully conduct informed settlement discussions. In connection with the Parties' mediation, Plaintiffs obtained discovery regarding: (i) product packaging and advertisements throughout the Class Period; (ii) information regarding product ingredients; (iii) the use of the phrases "Natural" and "All Natural" on product labels; and (iv) sales and retail sales data, including the total amount of

wholesale revenue, by product type, throughout the Class Period. Plaintiffs also produced to Utz additional information regarding Plaintiffs' purchases of the Products.

13. After reaching a settlement in principle, the parties commenced memorializing the full Settlement, which generated numerous additional rounds of comprehensive and often spirited negotiations. The parties extensively negotiated each specific aspect of the Stipulation, including each of its eight (8) exhibits. For example, counsel negotiated and meticulously refined the final Notice program and each document comprising the Notice (the Class Notice and Summary Settlement Notice), with the assistance of a Angeion, a company that specializes in developing class action notice plans, to ensure that the information disseminated to Settlement Class Members is clear and concise.

14. Defendant has revealed that because the Eligible Products are most typically sold over the counter at retail stores, Defendant does not have mailing addresses for the overwhelming majority of the proposed Class Members. Defendant further revealed that while they know the approximate number of units of the Eligible Products sold during the Class Period at the wholesale level, it does not know the number of total Class Members since most of its sales are on the wholesale level and many of the consumers of the products are repeat purchasers. Defendant also revealed that it has sold millions of units of the Eligible Products during the Class Period, and, as such, at the very least the size of the Class is comprised of hundreds of thousands of individuals.

CALCULATION OF CLASS MEMBERS' CONSIDERATION

15. Under the terms of this Settlement, Class Members are eligible to receive a refund of Two Dollars (\$2.00) per Qualifying Purchase, up to a maximum of Twenty Dollars (\$20.00) per household.

16. In my view, the Settlement provides substantial benefits to the Class, especially when one considers the attendant expense, risks, delays, and uncertainties of litigation, trial and post-trial proceedings. Furthermore, this consideration is substantial in comparison to the other likely measure of damages – the difference between the purchase price for the product as represented and the value of the product received, if the product received is compared to regular snacks that are not labeled “All Natural.”

CONCLUSION

17. Based upon AW’s investigation, research, document and information review, interviews, as well as my personal knowledge and experience, I believe that the Settlement is in the best interests of the Class and that the Settlement is fair, reasonable, and adequate. The benefits afforded by the Settlement reflect a reasoned compromise which not only takes into consideration the risks inherent in all complex, class litigation, but also the various issues in this case specifically, which had the potential to completely eliminate recovery available to the Class.

18. While I believe that the claims asserted in this action have merit and that the evidence developed to date supports those claims, I also recognize and acknowledge, based on my experience, the expense and length of time necessary to prosecute this case to judgment. I have also have taken into account the uncertain outcome and the risk of any litigation, as well as the difficulties and delays inherent in such litigation.

I declare under penalty of perjury under the laws of California and of the United States that the foregoing is true and correct. Executed this 17th day of February, 2017 in West Hollywood, California.


Tina Wolfson

EXHIBIT A



AHDOOT & WOLFSON, PC

ATTORNEYS

In March 1998, Tina Wolfson and Robert Ahdoot founded Ahdoot & Wolfson, PC (“AW”). AW is a top tier law firm specializing in advocating consumer and employee rights. The attorneys at AW vigorously litigate against large corporations to vindicate the rights of millions of consumers or employees in protracted, complex litigation, to successful results.

AW has been appointed class counsel in numerous class actions, and, as founding members, Ms. Wolfson and Mr. Ahdoot have obtained extensive experience in prosecuting complex class action and representative lawsuits. They have served as plaintiffs’ counsel/co-counsel or class counsel and litigated numerous class actions or representative actions against large corporate defendants involving varied consumer rights claims.

Ms. Wolfson attended and graduated Harvard Law School *cum laude* in 1994. Ms. Wolfson began her civil litigation career at the Los Angeles office of Morrison & Foerster, LLP, where she defended major corporations in complex actions and represented indigent individuals in immigration and deportation trials as part of the firm’s *pro bono* practice. She then gained further invaluable litigation and trial experience at a boutique firm, focusing on representing plaintiffs on a contingency basis in civil rights and employee rights cases.

Mr. Ahdoot graduated from Pepperdine Law School *cum laude* in 1994 where he served as literary editor of the Pepperdine Law Review. He clerked for the Honorable Paul Flynn at the California Court of Appeals, and then began his career as a civil litigator at the Los Angeles office of Mendes & Mount, LLP, where he defended large corporations and syndicates such as Lloyds of London in complex environmental and construction-related litigation as well as a variety of other matters.

Ms. Wolfson is currently serving, by court appointment, as Co-Lead Counsel in the MDL action entitled *In re: Experian Data Breach Litigation*, Case No. 8:15-cv-01592-AG-DFM (C.D. Cal.) (Judge Guilford presiding). She also is serving, by court appointment, as Co-Lead Counsel in the MDL action entitled *In re: Kind LLC “All Natural” Litigation*, No. 1:15-md-02645-WHP (S.D.N.Y.) (Judge Pauley presiding). She also is serving, by court appointment, as Co-Lead Counsel in the MDL action entitled *In re: Whole Foods Market*,

Inc., Greek Yogurt Marketing and Sales Practices Litigation, Case No. 1:14-mc-02588-SS (W.D. Tex.) (Judge Sparks presiding). AW is serving as Class Counsel in the coordinated actions entitled *Williamson v. McAfee*, Case No. 5:14-cv-00158-EJD (N.D. Cal.) and *Kirby v. McAfee*, Case No. 5:14-cv-02475-EJD (Judge Davila presiding) (final approval pending).

Ms. Wolfson also is currently serving, by court appointment, on the Consumer Plaintiffs' Steering Committee in the MDL action entitled *In re: The Home Depot, Inc., Customer Data Security Breach Litigation*, Case No. 1:14-md-02583-TWT (N.D. Ga.) (Judge Thrash presiding). She is also serving, by court appointment, on the Plaintiffs' Executive Leadership Committee in the current MDL action entitled *In re: Premera Blue Cross Customer Data Security Breach Litigation*, Case No. 3:15-md-02633-SI (D. Or.) (Judge Simon presiding). She is also serving, by court appointment, on the Plaintiffs' Steering Committee in the current MDL action entitled *In re: U.S. Office of Personnel Management Data Security Breach Litigation*, Case No. 1:15-cv-01394-ABJ (D.D.C.) (Judge Jackson presiding).

AW has been appointed lead counsel in numerous other complex consumer class actions, sometimes in contested leadership applications. The following examples of such actions are either ongoing or have been successfully resolved, and have or will confer millions of dollars worth of benefits to the class, as well as injunctive relief:

- *Pappas v. Naked Juice Co. of Glendora, Inc.*, Case No. 2:11-cv-8276-JAK-PLA (C.D. Cal.) (appointed co-lead counsel after contested application; resulted in the second largest food false advertising case ever (\$9,000,000 non-revertible fund)).
- *Trammell v. Barbara's Bakery, Inc.*, Case No. 3:12-cv-02664-CRB (N.D. Cal.) (nationwide settlement of food false advertising case, non-revertible fund; when preliminarily approving the settlement, Judge Breyer commented that the settlement is an "excellent settlement" and that both sides did "an excellent job of resolving the case," doing a "superb job" and presenting "a model of good lawyering on both sides"; when granting final approval to the settlement, Judge Breyer reiterated that the settlement was "very good" and that the case was "quite a successful class action").
- *Cassidy v. Reebok International Ltd.*, Case No. 2:10-cv-09966-AHM (C.D. Cal.) (nationwide settlement of apparel false advertising case; non-revertible fund).
- *Carey v. New Balance Athletic Shoe, Inc.*, Case Nos. 1:11-cv-10632-LTS & 1:11-cv-10001-LTS (D. Mass.) (nationwide settlement of apparel false advertising case; non-revertible fund).
- *West v. Examsoft Worldwide Inc.*, Case No. 14-cv-22950-UU (S.D. Fla.)

(nationwide settlement preliminarily approved arising from software error on bar exam).

- *Chimeno-Buzzi v. Hollister Co.*, Case No. 1:14-cv-23120-MGC (S.D. Fla.) (nationwide settlement arising from automated text messages alleged to violate the Telephone Consumer Protection Act).
- *Skeen v. BMW of North America, LLC*, Case No. 2:13-cv-01531-WHW-CLW (D.N.J.) (nationwide settlement arising from alleged timing chain tensioner defect in MINI vehicles).
- *Mirto v. AIG/Granite State Insurance Co. et al.*, Case No. HG 04180408 (Cal. Super. Ct., Alameda Cty.).
- *Axen v. Ginco International, et al.*, Case No. 427033 (SFSC).
- *Citizens for Responsible Business v. Rite Aid Corporation, et al.*, Case No. 414831 (SFSC) (prosecuted claims of false and illegal labeling in the herbal supplement industry against 107 retailers and manufacturers, who were gleaned millions of dollars from this nationwide practice; AW was successful in completely eradicating the alleged illegal practice in the United States).
- *In Re: Hain Celestial Seasonings Products Consumer Litig.*, Case No. 13-cv-01757-AG-AN (C.D. Cal.) (appointed co-lead counsel after contested application; class certification motion pending).
- *Lavinsky vs. City of Los Angeles*, Case No. BC542245 (LASC) (challenging allegedly illegal utilities taxation practices).
- *Feliciano v. General Motors LLC*, Case No. 14-cv-06374-AT (S.D.N.Y.) (product defect regarding Chevy Cruze vehicles).
- *Weiss v. Los Angeles*, No. BC 141354 (LASC) (challenging the defendant's review of parking violations, won writ of mandate to stop the allegedly illegal practice).
- *In re: SFPP Right-of-Way Claims*, No. 8:15-cv-00718-JVS-DFM (C.D. Cal.).
- *In re: Daily Fantasy Sports Litig.*, Case No. 1:16-md-02677-GAO (D. Mass.).
- *Moody v. Ocwen Loan Servicing, LLC*, Case No. 2:15-cv-05186-DMG-GJS (C.D. Cal.).
- *In re Yapstone Data Breach*, Case No. 4:15-cv-04429-JSW (N.D. Cal.).
- *Philliben, et al. v. Uber Technologies, Inc.*, Case No. 3:14-cv-05615-JST (N.D. Cal.).
- *Ellinghaus v. Educational Testing Service*, No. 2:15-cv-03442-SJF-AKT (E.D.N.Y.).
- *Tucker v. Wal-Mart Stores, Inc.*, Case No. 15SL-CC02693-BWW (Mo. Cir. Ct., 21st Cir., St. Louis Cty.).
- *A.Y. v. The Regents of the University of California*, Case No. BC590344 (Cal. Super.

Ct., Los Angeles Cty. (“LASC”)).

- *Bishop v. Shorter University, Inc.*, Case No. 4:15-cv-00033-HLM (N.D. Ga.).
- *In re: Uber FCRA Litigation*, Case No. 3:14-cv-05200-EMC (N.D. Cal.) (challenging the defendant’s alleged violations of the FCRA).
- *Whalen v. Michaels Stores, Inc.*, Case No. 2:14-cv-07006-JS-ARL (E.N.D.Y.).
- *In re: Intuit Data Litigation*, Case No. 5:15-cv-01778-EJD (N.D. Cal.).
- *Wood v. American Eagle Outfitters, Inc.*, Case No. 1:15-cv-02370-VEC (S.D.N.Y.).
- *Rivera v. Google*, Case No. 1:16-cv-02714 (N.D. Ill.).
- *Haddix v. General Mills Inc.*, Case No. 2:15-cv-02625-MCE-KJN (E.D. Cal.).
- *Smith v. Floor and Decor Outlets of America, Inc.*, Case No. 1:15-cv-04316-ELR (N.D. Ga.).
- *Seim v. HomeAway, Inc.*, Case No. 1:16-cv-00479-LY (W.D. Tex.).
- *In re: The Honest Co., Inc., SLS Marketing and Sales Practices Litig.*, MDL No. 2719 (pending); underlying case *Alhadeff v. The Honest Co., Inc.*, Case No. 2:16-cv-02361-AB-RAO (C.D. Cal.).
- *Abad v. Lumber Liquidators, Inc.*, Case No. 2:15-cv-03795-MMM-JPR (C.D. Cal.).
- *Gillette v. Uber Technologies, Inc.*, Case No. 3:14-cv-05241-EMC (N.D. Cal.).

AW has been prosecuting cutting edge cases on behalf of consumer classes since the late 1990’s. They were among the first group of attorneys who successfully litigated the privacy rights of millions of consumers against major financial institutions—including Chase Manhattan Bank, American Express, MBNA America Bank, Discover Bank, FleetBoston, and Washington Mutual Bank—where the plaintiffs alleged that the defendants used their personal information to compile detailed financial dossiers to use for internal marketing purposes and to sell them to third party telemarketers, without their consent. As lead counsel in these privacy class actions, AW brought the consumer claims to successful conclusion on a class-wide basis, conferring millions of dollars of benefits to consumers. The business practices that her clients challenged in these cases later became the subject of Graham Leach Bliley Act regulation.

Ms. Wolfson was elected as co-lead class counsel in the consumer class action stemming out of the Neiman Marcus data breach, entitled *Remijas, et al. v. Neiman Marcus Group, LLC*, Case No. 14-cv-1735 (N.D. Ill.). AW, with Ms. Wolfson at the helm, was responsible for briefing and arguing the groundbreaking appeal from the trial court’s order granting the Motion to Dismiss on the pleadings based on lack of Article III standing. The Seventh Circuit’s landmark opinion was the first appellate decision issued after the Supreme Court’s decision in *Clapper v. Amnesty Intern. USA*, 133 S.Ct. 1138 (2013). The

defense bar has aggressively advocated that *Clapper* set a more rigorous standard for Article III standing inquiries and required a finding of no standing on behalf of plaintiffs in a data breach case, unless plaintiffs were able to show that they suffered unreimbursed fraudulent charges. The *Neiman Marcus* opinion was the first appellate court to reject this view of *Clapper* and, adopting the plaintiff's reasoning, established, among other things, that data breach victims have standing to pursue claims based on the increased risk of identity theft and fraud, even before that theft or fraud materializes. *Remijas v. Neiman Marcus*, Case No. 14-3122 (7th Cir. July 20, 2015) (reversed and remanded).

AW also was instrumental to the consumer plaintiffs' efforts in the Target data breach litigation. *In re: Target Corporation Customer Data Security Breach Litigation*, Case No. 14-md-2522 (D. Minn.) AW contributed considerable effort to vetting hundreds of potential class representatives, legal research involving the different state laws in play, the consolidated complaint, and significant discovery efforts. AW has also prosecuted medical privacy class actions on behalf of victims of data breaches under the California Confidentiality of Medical Information Act (CMIA). For example, AW was a member of the Executive Committee in the consolidated actions entitled *Whitaker v. Health Net*, Case No. 2:11-cv-00910-KJM (E.D. Cal.), and in the *Sutter Medical Information Cases*, Case No. JCCP 4698 (Cal. Super. Ct., Sacramento Cty.).

Ms. Wolfson serves as a co-chair of the Federal Torts Section of the Federal Bar Association. She co-authored, along with AW associate Bradley King, an article discussing developments in enforcement of arbitration agreements. Tina Wolfson & Bradley King, *Even After Concepcion and Italian Colors, Some Arbitration Agreements Are Not Enforceable*, FED. LAWYER, Jan./Feb. 2015, Vol. 62 Issue 1, p 19. Ms. Wolfson is also an active member of the California Bar Privacy Law Subcommittee.

Additionally, Ms. Wolfson frequently lectures on numerous topics related to class action litigation across the country. An incomplete list of her speaking engagements is as follows:

- American Association for Justice: AAJ 2015 Annual Convention, July 2015, Montreal: "The Mechanics of Class Action Certification."
- HarrisMartin: Data Breach Litigation Conference: The Coming of Age, March 2015, San Diego: "The First Hurdles: Standing and Other Motion to Dismiss Arguments."
- Bridgeport: 2015 Annual Consumer Class Action Conference, February 2015, Miami: Co-Chair.
- Venable, LLP: October 2014, San Francisco: invited by former opposing counsel

to present mock oral argument on a motion to certify the class in a food labeling case, Hon. Marilyn Hall Patel (Ret.) presiding.

- Bridgeport: 15th Annual Class Action Litigation Conference, September 2014, San Francisco: “Food Labeling and Nutritional Claim Specific Class Actions” (Co-Chair and Panelist).
- Bridgeport: 2014 Consumer Class Action Conference, June 2014, Chicago: “Hot Topics in Food Class Action Litigation.”
- Perrin Conferences: Challenges Facing the Food and Beverage Industries in Complex Consumer Litigations, April 2014, Chicago, where I was invited to discuss cutting edge developments in settlement negotiations, notice, and other topics.
- Bridgeport: Class Action Litigation & Management Conference, April 2014, Los Angeles: “Getting Your Settlement Approved.”
- HarrisMartin: Target Data Security Breach Litigation Conference, March 2014, San Diego: “Neiman Marcus and Michael’s Data Breach Cases and the Future of Data Breach Cases.”
- Bridgeport: Advertising, Marketing & Media Law: Litigation and Best Management Practices, March 2014, Los Angeles: “Class Waivers and Arbitration Provisions Post-*Concepcion* / *Oxford Health Care*.”
- Federal Bar Association: The Future of Class Actions, featuring the Hon. Jon Tigar and the Hon. Laurel Beeler, November 2015, San Francisco: “Cutting Edge Topics in Class Action Litigation” (Co-Chair and Faculty).
- Federal Bar Association: 2016 Class Action Symposium, featuring the Hon. Joseph F. Anderson and the Hon. Susan Illston, November 2016, San Francisco (Co-Chair and Faculty).

Mr. Ahdoot also frequently lectures on numerous topics related to class action litigation across the country. An incomplete list of his speaking engagements is as follows:

- HarrisMartin: Lumber Liquidators Flooring Litigation Conference, May 2015, Minneapolis: “Best Legal Claims and Defenses.”
- Bridgeport: 15th Annual Class Action Litigation Conference, September 2014, San Francisco: “The Scourge of the System: Serial Objectors.”
- Strafford Webinars: Crafting Class Settlement Notice Programs: Due Process, Reach, Claims Rates and More, February 2014: “Minimizing Court Scrutiny and Overcoming Objector Challenges.”
- Pincus: Wage & Hour and Consumer Class Actions for Newer Attorneys: The

Do's and Don'ts, January 2014, Los Angeles: "Current Uses for the 17200, the CLRA an PAGA."

- Bridgeport: 2013 Class Action Litigation & Management Conference, August 2013, San Francisco: "Settlement Mechanics and Strategy."

EXHIBIT B

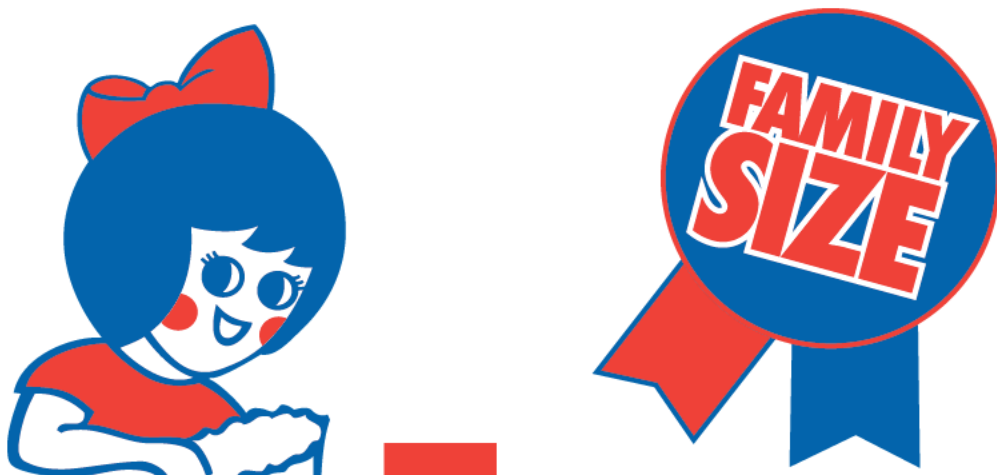
cyber graphics



crisp and natural
potato chips

In recent years, sodium has become a health issue for some consumers. Long before that, Bill and Salie Utz believed that if a basic potato chip had a good flavor, a little salt would enhance that flavor while a lot of salt would destroy it. The over 90 year-old recipe you receive in this package is a time tested standard in the potato chip industry, which just happens to have the lowest sodium level among all leading chip brands. We have never advertised that fact, but thought those who are concerned about sodium intake would want to know.

We unconditionally guarantee all UTZ products. If you are ever dissatisfied, return the unused portion to the store where purchased for a full refund or satisfactory replacement, or write us at 900 High Street, Hanover, PA 17331. Please include the name of the store where purchased, the price/code mark on the front of this package and the reason for dissatisfaction.



GUARANTEED FRESH
UNTIL PRINTED DATE

Utz
No Salt
added
crisp and natural
potato chips



Contains 9g Total Fat per Serving. See Back Panel for Nutrition Information.

NET WT 9.5 oz (269.3g)

Nutrition Facts

Serving Size: 1 oz (28g/about 20 chips)
Servings Per Container: About 10

Amount Per Serving		
Calories	150	Calories from Fat 80
		% Daily Value*
Total Fat	9g	14%
Saturated Fat	2g	10%
Trans Fat	0g	
Polyunsaturated Fat	5g	
Monounsaturated Fat	2g	
Cholesterol	0mg	0%
Sodium	5mg	0%
Potassium	370mg	11%
Total Carbohydrate	14g	5%
Dietary Fiber	1g	4%
Sugars	0g	
Protein	2g	

Vitamin A	0%	Vitamin C	10%
Calcium	0%	Iron	2%
Vitamin E	20%	Thiamin	2%
Niacin	8%	Vitamin B6	4%
Phosphorus	4%	Magnesium	4%

*Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs:

	Calories:	2,000	2,500
Total Fat	Less than	65g	80g
Sat Fat	Less than	20g	25g
Cholesterol	Less than	300mg	300mg
Sodium	Less than	2,400mg	2,400mg
Potassium	Less than	3,500mg	3,500mg
Total Carbohydrate		300g	375g
Dietary Fiber		25g	30g

Calories per gram:
Fat 9 • Carbohydrate 4 • Protein 4

***THIS IS NOT A SODIUM FREE FOOD.**

INGREDIENTS: Potatoes and
cottonseed oil.

UTZ QUALITY FOODS, INC.
HANOVER, PA 17331
Reg. Penna. Dept. Agr.
1-800-FOR-SNAX
www.utzsnacks.com



Job 173342 / Robinson Sales / UTZ 9.5 oz No Salt PC / 02-03-14 / UPC(A) 110% .004 BWR / CP / LH

10" Face
20.75" Web

Eyespot Prints
Line Black



ENG NO: **0114-97368R** JOB NO: **173342**

This production art proof is an exact duplicate of our digital art file. It is presented to you for review and approval prior to plate making and printing.

CYBER GRAPHICS will not accept responsibility for any discrepancies in copy, legal requirements or design interpretation after final approval of this proof, unless we have not executed your requested changes.

Customer Approval: _____ Date: _____

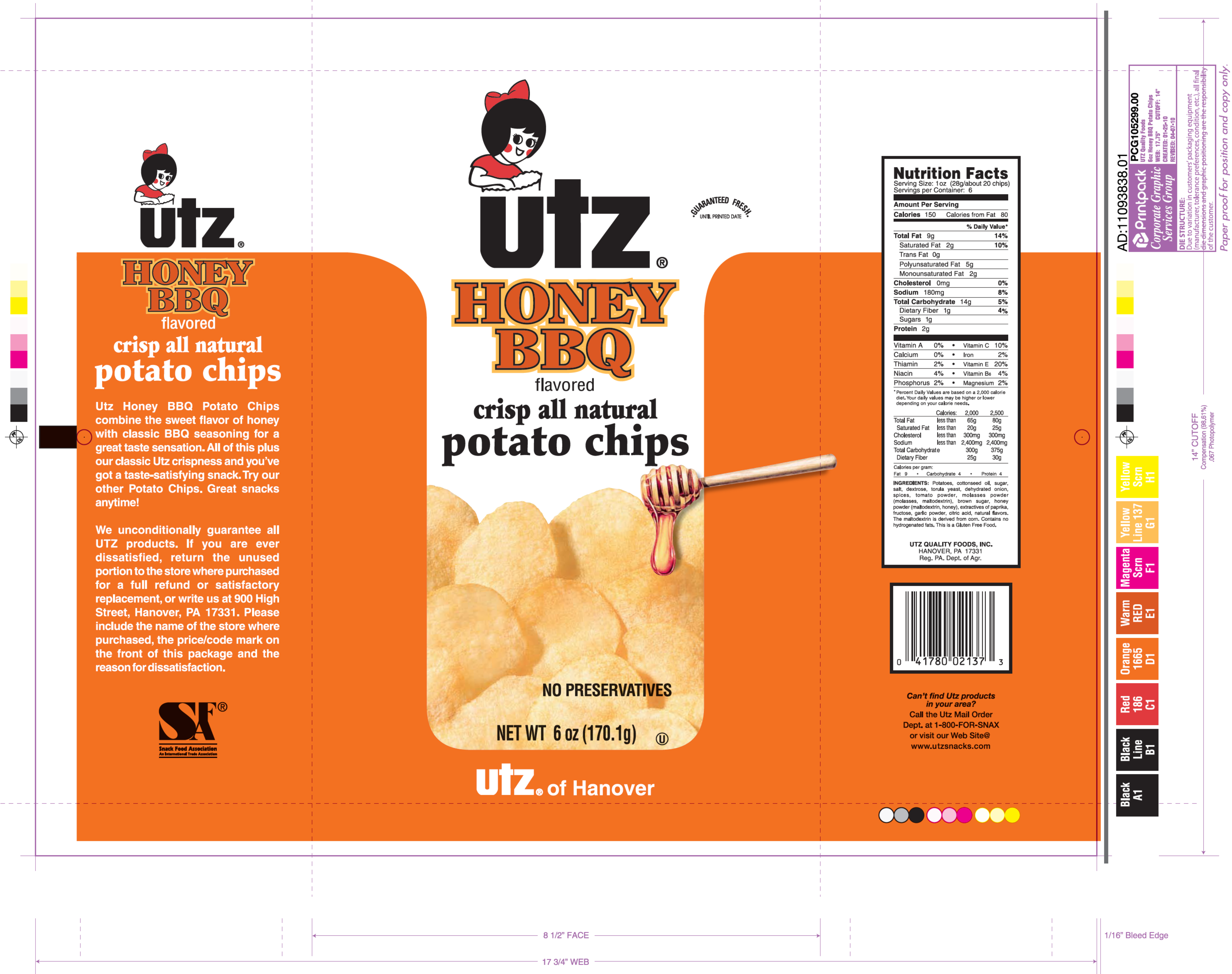
NOT FOR COLOR MATCH

COLOR:

Process Cyan	IC 7000
Process Magenta	IC 3464
Process Yellow	IC 2281
Process Black	IC 1000
Line Black	IC 1004
Line Color	IC 3007
Red	IC 3007
Blue	IC 7107

COVERAGE:

1 %
1 %
3 %
1 %
1 %
4 %
24 %







G APPROVAL REQUEST	
ENG NO: 1209-80591SPD	JOB NO: 104373
<small>This color proof is an exact duplicate of the original production drawing for this job and is presented to you for your final approval before plates are made and the order is produced.</small>	
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<input type="checkbox"/> Approved w/ changes	
<input type="checkbox"/> Not approved. Send a new proof.	APPROVING SIGNATURE _____ DATE _____
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COLORS:	INK COVERAGE:
Purple PMS 520 - IC 8524	39 %
Dark Brown PMS 476 - IC 2042	6 %
Buff IC 2563	6 %
Gold IC 2562	22 %
Green PMS 348 - IC 6761	2 %
White IC 9000	78 %

PROOFER: _____
ARTIST: _____
NOT FOR COLOR MATCH

Surface Print

Eyespot Prints
Brown Over Purple

cyber graphics

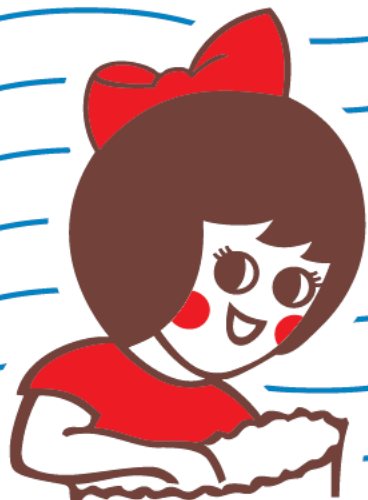

Utz®
Ripples
crisp all natural
potato chips

Back in 1921, Bill and Salle Utz believed that if a basic potato chip had a good flavor, a little salt would enhance that flavor while a lot of salt would destroy it. That belief is still true today as Utz chips have the lowest sodium level among the leading chip brands. We have never advertised that fact, but thought those who are concerned about sodium intake would want to know.

We unconditionally guarantee all UTZ products. If you are ever dissatisfied, return the unused portion to the store where purchased for a full refund or satisfactory replacement or write us at 900 High Street, Hanover, PA 17331. Please include the name of the store where purchased, the price/code mark on the front of this package and the reason for dissatisfaction.



20% MORE *Bonus Bag*



Utz®
Ripples
crisp all natural
potato chips

ripple cut

NO PRESERVATIVES

NET WT 12 oz (340.2g)

utz® of Hanover 

GUARANTEED FRESH
UNTIL PRINTED DATE

Nutrition Facts

Serving Size: 1 oz (28g/about 20 chips)
Servings Per Container: 12

Amount Per Serving

Calories 150 Calories from Fat 90

% Daily Value*

Total Fat 10g **16%**

Saturated Fat 2.5g **13%**

Trans Fat 0g

Polyunsaturated Fat 5g

Monounsaturated Fat 2.5g

Cholesterol 0mg **0%**

Sodium 95mg **4%**

Potassium 370mg **11%**

Total Carbohydrate 14g **5%**

Dietary Fiber 1g **4%**

Sugars 0g

Protein 2g

Vitamin A 0% • Vitamin C 10%

Calcium 0% • Iron 2%

Vitamin E 20% • Thiamin 2%

Niacin 6% • Vitamin B₆ 6%

Phosphorus 4% • Magnesium 4%

* Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs:

	Calories:	2,000	2,500
Total Fat	Less than	65g	80g
Sat Fat	Less than	20g	25g
Cholesterol	Less than	300mg	300mg
Sodium	Less than	2,400mg	2,400mg
Potassium	Less than	3,500mg	3,500mg
Total Carbohydrate		300g	375g
Dietary Fiber		25g	30g

Calories per gram:

Fat 9 • Carbohydrate 4 • Protein 4

INGREDIENTS:

Whole fresh potatoes, sliced and cooked in 100% pure cottonseed oil, with salt added. No preservatives added. Contains no hydrogenated fats. This is a Gluten Free Food.

UTZ QUALITY FOODS, INC.
HANOVER, PA 17331
Reg. Penna. Dept. Agr.

1-800-FOR-SNAX
www.utzsnacks.com



Job 123531 / Utz Foods / 12 oz Ripple PC #4085 / Apr. 14, 2011 / UPC(A) 120%, 004 BWR / DS / r/MW / RB / AF

10.5" Face

21.75" Web



ENG NO: **0311-84700R** JOB NO: **123531**

This production art proof is an exact duplicate of our digital art file. It is presented to you for review and approval prior to plate making and printing.

CYBER GRAPHICS will not accept responsibility for any discrepancies in copy, legal requirements or design interpretation after final approval of this proof, unless we have not executed your requested changes.

Customer Approval: _____ Date: _____

NOT FOR COLOR MATCH

COLOR:

	Line Blue IC 7050 Line Color
	Line Red IC 3887 Line Color
	Line Brown IC 2029 Line Color
	Line Yellow IC 5169 Line Color
	Process Magenta IC 3464 133 LPI
	Process Black IC 1000 133 LPI
	Process Yellow IC 5261 133 LPI

ART PROOF

COVERAGE:

21 %

4 %

4 %

3 %

1 %

1 %

2 %



Eyespot Prints
Brown / Red

15.5" Cutoff

97.49% Compensation
for 0.67 Photopolymer

SNACKING SMART
0g Trans Fat
• No Saturated Fat
• No Cholesterol

We all love snacking, but it's important to make smart choices when deciding what and how much to eat. That's why we've developed a product line that provides you with Snacking Smart options to fit your healthy lifestyle. This product in particular is better for you because it has **No Trans Fat, No Saturated Fat and No Cholesterol**. Be sure to look for other tasty products in our Snacking Smart Family.

All Natural
BUTTER STICKS

Try the great taste of Utz All Natural Butter Sticks Pretzels: a delectable combination of flavorful butter and pretzels in a crunchy and convenient stick shape. And with only 1 gram of fat per serving...a guilt-free snacking option! As with all Utz products, we guarantee its freshness and quality...after all, my grandparents' name is on the bag!

Mike Rice, Chairman

Mike Rice

We unconditionally guarantee all UTZ products. If you are ever dissatisfied, return the unused portion to the store where purchased for a full refund or satisfactory replacement, or write us at 900 High Street, Hanover, PA 17331. Please include the name of the store where purchased, the price/code mark on the front of this package, and the reason for dissatisfaction.



All Natural
BUTTER STICKS

GUARANTEED FRESH
• UNTIL PRINTED DATE •

SNACKING SMART
0g Trans Fat
• No Saturated Fat
• No Cholesterol

Nutrition Facts			
Serving Size: 1 oz (28g/about 9 pretzels)			
Servings Per Container: 15			
Amount Per Serving			
Calories 100		Calories from Fat 10	
		% Daily Value*	
Total Fat	1g	2%	
Saturated Fat	0g	0%	
Trans Fat	0g		
Cholesterol	0mg	0%	
Sodium	380mg	16%	
Total Carbohydrate	19g	6%	
Dietary Fiber	less than 1g	3%	
Sugars	1g		
Protein	3g		
Vitamin A 0% • Vitamin C 0%			
Calcium 0% • Iron 2%			
* Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs:			
		Calories:	2,000 2,500
Total Fat	Less than	65g	80g
Sat. Fat	Less than	20g	25g
Cholesterol	Less than	300mg	300mg
Sodium	Less than	2,400mg	2,400mg
Total Carbohydrate	Less than	300g	375g
Dietary Fiber		25g	30g
Calories per gram:			
Fat	9	Carbohydrate	4 • Protein 4

INGREDIENTS:
Unbleached wheat flour, vital wheat gluten, corn oil, salt, malt syrup, natural butter flavor, yeast, oleoresin paprika coloring, soda.
CONTAINS NO HYDROGENATED FATS.
ALLERGY INFORMATION: This product contains wheat and milk. It is also made in a facility that uses sesame seeds.

UTZ QUALITY FOODS, INC.
HANOVER, PA 17331
Reg. Penna. Dept. Agr.
Mail order department: 1-800-FOR-SNAX
www.utzsnacks.com

Member
SNACK FOOD ASSOCIATION
An International Trade Association



Net Weight 15 oz (425.2g) ^{UD}
utz® of Hanover

P R E T Z E L S

See back panel for information about sodium and other nutrients.

Center Face

7.5" Face

16.25" Web

13.5" Cutoff
98.56% Compensation
for .067 Photopolymer

APPROVAL REQUEST		COLORS:		INK COVERAGE:			
ENG NO: 1209-80592SPD JOB NO: 104374		Maroon PMS 202 - IC 3692		40 %			
This color proof is an exact duplicate of the original production drawing for this job and is presented to you for your final approval before plates are made and the order is produced.		Dark Brown PMS 476 - IC 2042		6 %			
All copy, punctuation and spelling has been proof read; however, we ask that you carefully examine and recheck the items to make absolutely certain that we have used the correct copy and are with-in legal limits prescribed by local or national agencies where these apply to your products.		Buff IC 2563		6 %			
CYBER GRAPHICS will not be responsible for any discrepancies in copy, legal requirements or design interpretation after your approval of this copy unless we fail to make corrections per your written instructions for these corrections.		Gold IC 2562		22 %			
The colors on this proof are not meant to be color standards, but are indicative that a specific color will be used in that place. Please supply us with approved color standards if none are already set and approved.		Green PMS 348 - IC 6761		2 %			
Please sign, date and return this copy to Attention Customer Service Dept. as quickly as possible to avoid delaying the production of your order.		White IC 9000		79 %			
<input type="checkbox"/> Approved as is <input type="checkbox"/> Approved w/ changes <input type="checkbox"/> Not approved. Send a new proof.		APPROVING SIGNATURE _____ DATE _____					
Cyber Graphics, LLC • 3825 Delp St. • Memphis, TN 38118 901.369.5400 • www.cybermemphis.com		NOT FOR COLOR MATCH					

Surface Print




Eyespot Prints
Brown over Maroon
over White



Job 139912 / Utz Foods - Bill Robinson Sales Ltd / Utz 10 oz Baked Dipping TC / Apr. 12, 2012 / UPC(A) 130% .004 BWR / CT / RB / CT



Eyespot Prints
Line Black / White



People and technology working together.

ENG NO: **0312-88942R** JOB NO: **139912**











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CYBER GRAPHICS will not accept responsibility for any discrepancies in copy, legal requirements or design interpretation after final approval of this proof, unless we have not executed your requested changes.

Customer Approval: _____ Date: _____

NOT FOR COLOR MATCH


COLOR:

	Process Cyan IC 7000 133 LPI
	Process Magenta IC 3464 133 LPI
	Process Yellow IC 5281 133 LPI
	Process Black IC 1000 133 LPI
	Line Black IC 1004
	Blue PMS 534 - IC 7813
	Line Yellow IC 5147
	Beige IC 2574 100 LPI
	Orange PMS 1385 - IC 4179
	White IC 9000

COVERAGE:

1 %
2 %
2 %
1 %
6 %
27 %
6 %
4 %
1 %
84 %

CONFIDENTIAL: Subject to Protective Order in Case No. 1:14-CV-14744-DPW



Eyespot
Brown over Dark Green

JOB NO. **907-71758SPD** ARTIST: _____
PROOFER: _____

This color proof is an exact duplicate of the original production drawing for this job and is presented to you for your final approval before engravings are made and the order is produced

All copy punctuation and spelling has been proof read however we ask that you carefully examine and recheck the items to make absolutely certain that we have used the correct copy and are with in legal limits prescribed by local or national agencies where these apply to your products

CYBER GRAPHICS will not be responsible for any discrepancies in copy legal requirements or design interpretation after your approval of this copy unless we fail to make corrections per your written instructions for these corrections.

The colors on this copy are not meant to be color standards but are indicative that a specific color will be used in that place. Please supply us with approved color standards if none are already set and approved.

Please sign, date and return this copy to **CYBER GRAPHICS**,
Attention: Customer Service Dept. as quickly as possible to avoid
delaying the production of your order.

☐ Approved as is
☐ Approved w/changes
☐ Not approved Send a new proof

 APPROVING SIGNATURE DATE

CUTOFF C/L 9.75"



crisp all natural
potato chips

We unconditionally guarantee all UTZ products. If you are ever dissatisfied, return the unused portion to the store where purchased for a full refund or satisfactory replacement or write us at 900 High Street, Hanover, PA 17331. Please include the name of the store where purchased, the price/code mark on the front of this package and the reason for dissatisfaction.



crisp all natural
potato chips

NO PRESERVATIVES

NET WT 1.875 oz (53.1g)

ut^z® of Hanover

GUARANTEED FRESH
UNTIL PRINTED DATE

Nutrition Facts

Serving Size: 1 package
Servings per Container: 1

Amount Per Serving

Calories 280 Calories from Fat 150

% Daily Value*

Total Fat 17g 26%

Saturated Fat 4g 19%

Trans Fat 0g

Polyunsaturated Fat 9g

Monounsaturated Fat 4g

Cholesterol 0mg 0%

Sodium 510mg 21%

Potassium 600mg 17%

Total Carbohydrate 28g 9%

Dietary Fiber 2g 7%

Sugars 2g

Protein 4g

Vitamin A 0% • Vitamin C 20%

Calcium 0% • Iron 4%

*Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs.

Calories: 2,000 2,500

Total Fat less than 65g 80g

Saturated Fat less than 20g 25g

Cholesterol less than 300mg 300mg

Sodium less than 2,400mg 2,400mg

Potassium less than 3,500mg 3,500mg

Total Carbohydrate 300g 375g

Dietary Fiber 25g 30g

Calories per gram:
Fat 9 • Carbohydrate 4 • Protein 4

INGREDIENTS: Potatoes, cottonseed oil, sugar, maltodextrin (derived from corn), salt, paprika, yeast powder (sugar, salt, autolyzed yeast extract, maltodextrin), onion powder, garlic powder, spice, paprika extract (color), citric acid, natural smoke flavor. No preservatives added. Contains no hydrogenated fats. This is a Gluten Free Food.

UTZ QUALITY FOODS, INC.
HANOVER, PA 17331
Reg. PA Dept. of Agr.
1-800-FOR-SNAX
www.utzsnacks.com

AD:11125281.00

PCG129566.00
UTZ Quality Foods
1.875oz Wavy PIT BBQ Potato Chips
WEB: 13.75" CUTOFF: 9.75"
CREATED: 05-11-12
REVISED:

Printpack
Corporate Graphic
Services Group

LIMITATION OF LIABILITY
DO NOT PLATE WITH THIS FILE WITHOUT PROPER INSPECTION
All files and proofs should be thoroughly inspected by the recipient immediately upon receipt of same. It is the responsibility of the recipient to examine and proofread all graphic deliverables prior to plating. Should the graphic deliverables find to be incorrect upon the inspection described above, call 404-881-2338 and ask for the Graphics Manager. The liability of Printpack Graphics shall be limited to correcting its own product. Printpack Graphics will not be liable for any other loss or damage including, but not limited to, costs of the printing, overruns, press delays, printing plates, cylinders, and/or missing of insertion dates.

DIE STRUCTURE:
Due to variation in customers' packaging equipment (manufacturer, tolerance preferences, condition, etc.), all final die dimensions and graphic positioning are the responsibility of the customer.

Blue
2758
D1

Red
186
C1

Orange
021
B1

Yellow
A1

Paper proof for position and copy only.

WEB C/L 13.75" / Face 6.5"

packaging products
corporation

DESIGN AND ART SERVICES • 6820 SQUIBB ROAD • MISSION, KS 66202

CLIENT: UTZ Quality Foods
JOB: Bachman 1 oz Mini Baked PretzelsCONTACT: Janet Allen
PHONE: 913.262.3033 X339
email: (janetallen@packagingproducts.com)

Design, size, position, copy and panel placement are correct. The customer assumes all liability for artwork, plates and printed material as a result of this approval.

NOTE: PPC WILL INVOICE AFTER 60 DAYS OF INACTIVITY.

NO. COLORS: 8

LPI: 150

PROCESS
BlackPMS RED
200PMS GOLD
871LINE
BLACKPMS YELLOW
109PROCESS
MAGENTAPROCESS
YELLOW

WHITE

DATE

NOTES

PLATE CHANGE

4/30/13

New Art, Art & die adjustments.

ALL

5/02/13

Copy & art revisions.

Eyespot: .375" x .5"

GRAY INDICATES CLEAR.

WEB WIDTH

CUT-OFF

9.5

6.75

SURFACE

REVERSE

CHART BELOW SHOWS HOW PRODUCT WILL DISPENSE
FROM THE FINISHED ROLLS RECEIVED.
FINISHED UNWIND CHART
COLORED BOX INDICATES DIRECTION

LABEL SIDE OUT



LABEL SIDE IN

**Nutrition Facts**Serving Size: 1 bag
Servings Per Container: 1

Amount Per Serving		
Calories 110	Calories from Fat 0	
		% Daily Value*
Total Fat	0g	0%
Saturated Fat	0g	0%
Trans Fat	0g	
Cholesterol	0mg	0%
Sodium	190mg	8%
Total Carbohydrate	24g	8%
Dietary Fiber	less than 1g	4%
Sugars	0g	
Protein	3g	
Vitamin A	0%	Vitamin C 0%
Calcium	0%	Iron 0%
* Percent Daily Values are based on a 2,000 calorie diet. Your daily values may be higher or lower depending on your calorie needs.		
	Calories 2,000	2,500
Total Fat	Less than 65g	80g
Sat Fat	Less than 20g	25g
Cholesterol	Less than 300mg	300mg
Sodium	Less than 2,400mg	2,400mg
Total Carbohydrate	300g	375g
Dietary Fiber	25g	30g
Calories per gram		
Fat 9	Carbohydrate 4	Protein 4

INGREDIENTS: SOFT RED WINTER WHEAT FLOUR, SALT, SUNFLOWER OR CANOLA OR RICE OIL, CORN SYRUP, MALT SYRUP, YEAST.

CONTAINS WHEAT INGREDIENTS.
MADE IN A NUT FREE FACILITY.Bachman brand is a division of:
Utz Quality Foods, Inc.
Hanover, PA 17331
1-800-FOR-SNAX • www.utzsnacks.com

2.5" Side Panel

4.5" Face

2.5" Side Panel

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